

NOV 08 '12 -2 15 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Via UPS 2nd DAY AIR

November 6, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated August 8, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Flakeboard Company Limited
80 Tiverton Court, Suite 701
Markham, ON L3R 0G4
Canada

A description of the railroad equipment covered by the enclosed document is for twenty-five (25) box cars; having NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosure

(H.C.L001)

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ASSGN. NO.: FLCL001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

8th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the August, 2012, by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Flakeboard Company Limited ("Lessee"), an Ontario corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of August 8th, 2012 (the "Lease") and Rider No. 1 thereto dated as of Aug. 8th, 2012 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.


IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. Barrie

Title: Regional Vice President, Sales

Signature: 

LESSEE:

FLAKEBOARD COMPANY LIMITED

Name: Casey McCart

Title: Corporate Controller

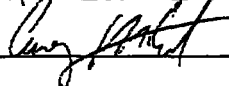
Signature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: Double door boxcars

CAR NUMBERS:

1	NDYX	558602
2	NDYX	558612
3	NDYX	558613
4	NDYX	558624
5	NDYX	558642
6	NDYX	558647
7	NDYX	558652
8	NDYX	558664
9	NDYX	558666
10	NDYX	558671
11	NDYX	558681
12	NDYX	558685
13	NDYX	558687
14	NDYX	558695
15	NDYX	558699
16	NDYX	558707
17	NDYX	558708
18	NDYX	558710
19	NDYX	558754
20	NDYX	558766
21	NDYX	558769
22	NDYX	558780
23	NDYX	558790
24	NDYX	558799
25	NDYX	558800